

Blue Hill Co-op Board Meeting
October 23, 2025, Blue Hill Co-op Cafe

Board Members Attending: Jo Barrett, Cheryl Boulet, Aaron Dority, Deborah Evans, Anne Gilchrist, Annie Silver, Jennifer Traub.

Absent Board Member(s): Jenny Brillhart, Susan Brookman

Others Attending: Kevin Gadsby (General Manager), Jennifer Wahlquist Coolidge (Ownership and Outreach Coordinator), John Piot (member), Tim Tunney (member also serving on Finance Committee)

Annie Silver, minute taker

Aaron Dority, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Meeting called to order at 6:01 PM

Approval of Agenda

Deborah **moved to approve the agenda. Cheryl seconded the motion. The motion unanimously carried.**

Approval of Minutes

Anne **moved to approve the September 25, 2025 BOD Minutes. Jo seconded the motion. The motion unanimously carried.**

–November and December BOD meeting dates: November 13 and December 11

Open Owner Time

John Piot (co-op member of 37 years and retired financial advisor) presented a mortgage payoff plan memo that he created. He created this memo, with three proposed strategies, due to his concern that the co-op is over-leveraged financially. The strategies suggested are:

1. Communicate to members that the co-op has a \$3.5 million mortgage with the assumption some will want to help
2. Fundraise, including direct gifts to co-op or tax deductible charitable contributions to the co-op's fiscal sponsor, Eastern Maine Development Corp, to benefit the co-op
3. Early paydown, making extra principal-only payments annually from profits.

Members of the finance committee responded with gratitude for the well organized and thoughtfully presented memo, and also with information regarding the amount of money we need to repay to our investors. The finance committee will consider these options at the next monthly finance committee meeting.

Jennifer Wahlquist Coolidge presented information about the organization Nibezun which will be November's Change for Good recipient. In addition to the round-up fundraising, we will be selling 5 cuttings from the Mama Jade plant from Cherie Mason. They will be \$50 each and can be purchased at the registers. Jennifer is working with Kipp and Sarah S. on signage. The money will go directly to Nibezun. Check out their website for more information – <https://www.nibezun.org/>.

Deborah thanked Kevin for fixing the parking lot near the entrance.

Board Monitoring

D1 Unity of Control – Aaron shared his review and assessment that the board is in compliance with policy D1. **Annie moved to accept D1 as in compliance. Anne seconded the motion. The motion unanimously carried.**

GM Monitoring

Strategic plan: Kevin presented the Strategic plan document with updates on benchmarks. We are hitting many benchmarks including increasing wages, increased membership, sales, etc. Some benchmarks have been exceeded. Kevin will continue to add benchmarks especially where we have reached or exceeded our goal.

B2 Planning and Financial Budgeting– Kevin worked with a specialist from NCG on multi year budgets. **Jo moved to accept B2 as in compliance. Anne seconded the motion. The motion unanimously carried.**

B1 Financial Conditions 3Q **Jen moved to accept B2 as in compliance. Jo seconded the motion. The motion unanimously carried.**

Kevin reported that the third quarter financials are impacted by the power surge and transfer switch failure that occurred in September. However, 3Q performance overall was ahead of budget projections even with a lower growth rate and product loss in September. The store was closed for over a day, there was loss of product, and a new unit was needed to replace the transfer switch.. The insurance company has covered the value of lost retail, wages, and the new unit. The insurance company covered the cost of replacing the transfer switch as well as the full retail value of product losses which helped cover the cost of wages during the week of the outage.

NCG's National Risk Management Committee updated the risk assessment for BH Coop. They reviewed our financials for the past 4 quarters and due to the strong financials are significantly reducing our deposit to the joint liability fund. We are now at the lowest risk assessment threshold of 6%. We received a JLF refund of \$26,000+.

Kevin reported on the Affordable Care Act (ACA) implications for the co-op. The penalty to the co-op as a large employer if we do not offer health insurance for 2026 will be per full time employee less 30. Therefore the penalty will be affordable and we will not pursue purchasing employer provided health insurance at this time

Finance Committee –

Jen recapped the notes from the recent finance committee meeting. Progress is being made in regards to updating some of our bylaws that are problematic.

Kevin will contact Adam Prescott, who was recommended as having a specialty in bylaws of cooperatives. He worked with Rising Tide, and the finance committee considers their bylaws to be very well done and streamlined.

The finance committee is hoping to have a new proposed bylaw before the annual meeting

The board budget was presented and discussed. The only changes will be an increase in subscriptions due to rising costs i.e. google drive. There is a proposed increase for training, education and workshops due to the board's intention to engage in more of these opportunities annually.

There was mention of needing to determine the annual meeting date for 2026.

There was enthusiasm about attending a March 28, 2026 “Co-op Cafe” event to be held by Columinate.

This will be an event open to all Maine Co-ops and the theme will be: Stronger Together: Balancing Autonomy and Collective Power. Board members should try to decide by the November board meeting if they will sign up to attend.

There was also discussion about a Cooperative Board Leadership Development (CBLD) board package.

It was decided to be more of a commitment and more of an expense than we are interested in for the upcoming year.

Anne motioned to accept the board budget as presented. Jen seconded the motion. The motion unanimously carried.

Notetaker– Kevin asked if we need a new notetaker now that Julia is no longer able to fill this job. We do, and he will post it as a job, which will be both paid and will allow for a 20% store discount.

Recess to Executive Session: 7:36
Executive session- Personnel matter
Return to Open Session: 8:00

Tasks and decision recap by Jen:

Decision: Agenda approved (Deborah/Cheryl)

Decision: Minutes approved (Anne/Jo)

Decision: Board Monitoring approved (Annie/Anne)

Task: Finance Committee to discuss Mortgage Payoff Plan suggestion from John Piot

Decision: GM Monitoring B1 approved (Jen/Jo); B2 approved (Jo/Anne)

Task: Kevin will present 2026 budget edits to Finance Committee

Task: Kevin to reach out to Adam Prescott at Bernstein Shur

Task: Board members interested in March Co-op Cafe event to respond next month.

Task: Discuss date of Annual Meeting 2026

Decision: 2026 Board Budget approved (Anne; Jen)

Task: Kevin to post job opening for notetaker

Agenda for November meeting:

Store budget

GM Proposal in response to RFP

Review: Board policy language suggestions from the year

Board Monitoring: D2 Accountability of the GM- Aaron

Review of Ends statement

GM monitoring B7 Communications to the board

Annual meeting date discussion

A motion was made by Anne to adjourn the meeting. Jo seconded the motion. The motion unanimously carried. Meeting Adjourned: 8:05

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, Nov. 6, 2025.

Next Board Meeting: Thursday, Nov. 13, 2025, 6:00-7:00 Blue Hill Co-op, Café.

Minutes respectfully submitted by Annie Silver

